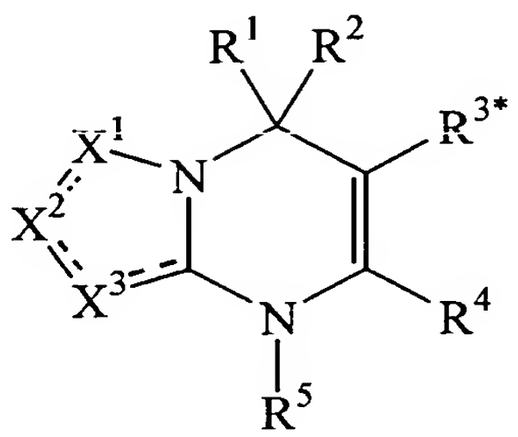
CLAIM AMENDMENTS

1-54. (Canceled)

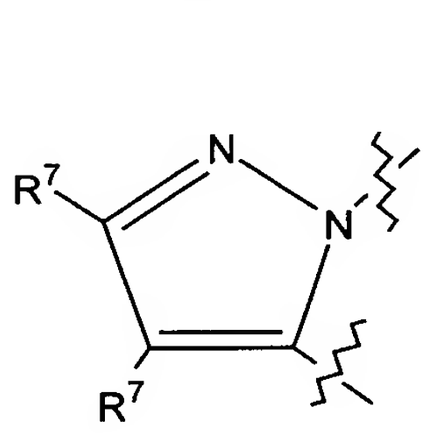
55. A compound of the formula I*



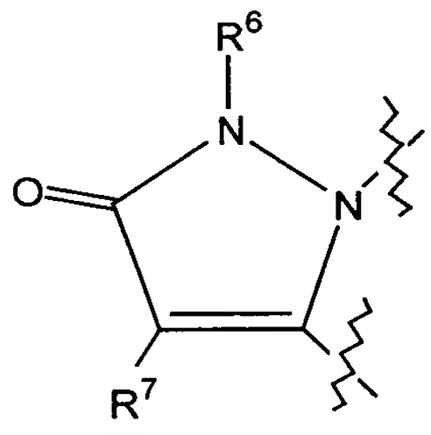
(I*)

enantiomers, diasteriomers and pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



, or



;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

56. (New) A compound of claim 20 wherein

R^{3*} is heterocyclo; substituted heterocyclo; $-C(O)NZ^{5*}Z^{6*}$, $-C(O)Z^{3*}-C(O)NZ^5Z^6$, $-C(O)Z^{3*}-CO_2Z^5$, $-C(O)Z^{3*}$-(aryl), $-C(O)Z^{3*}$-(substituted aryl), $-C(O)Z^{3*}$-(heterocyclo), or $-C(O)Z^{3*}$-(substituted heterocyclo).

57. (New) A compound of claim 21 wherein

R^1 is H; and

R^2 is aryl, substituted aryl, heterocyclo, substituted heterocyclo, carbocyclo or substituted carbocyclo.

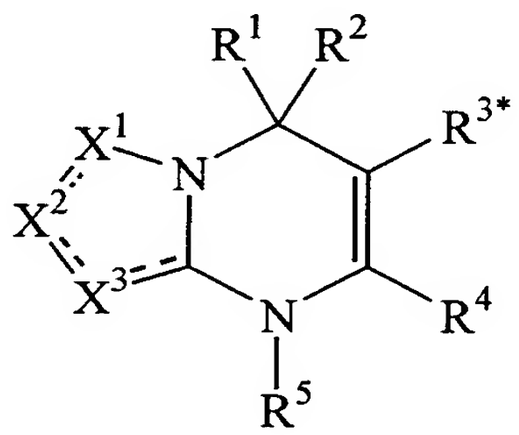
58. (New) A compound of claim 20 wherein R^{3*} is heterocyclo or substituted heterocyclo.

59. (New) A compound of claim 23 wherein

R^1 is H; and

R^2 is aryl, substituted aryl, heterocyclo, substituted heterocyclo, carbocyclo or substituted carbocyclo.

60. (New) A method of treating atrial arrhythmias comprising administering to a patient in need thereof an effective amount of at least one compound of formula I



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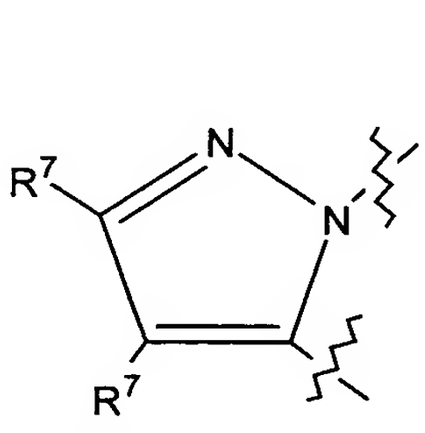
enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



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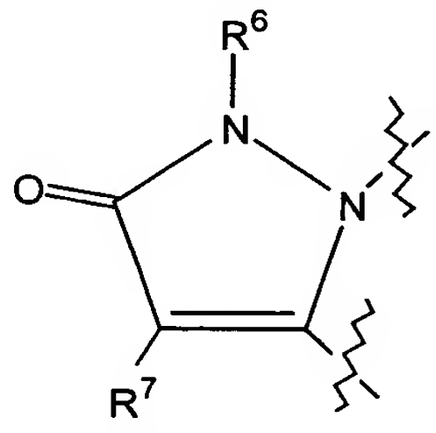


;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

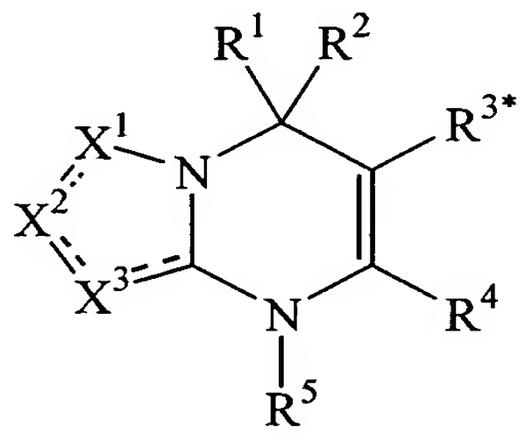
m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

61. (New) A method of claim 1 wherein the atrial arrhythmia is atrial fibrillation.

62. (New) A method of claim 1 wherein the atrial arrhythmia is atrial flutter.

63. (New) A method of controlling heart rate comprising administering to a patient in need thereof an effective amount of at least one compound of formula I



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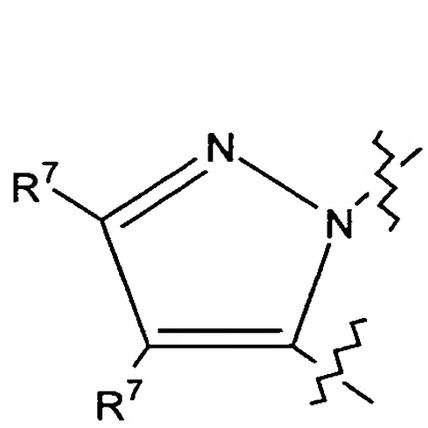
enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



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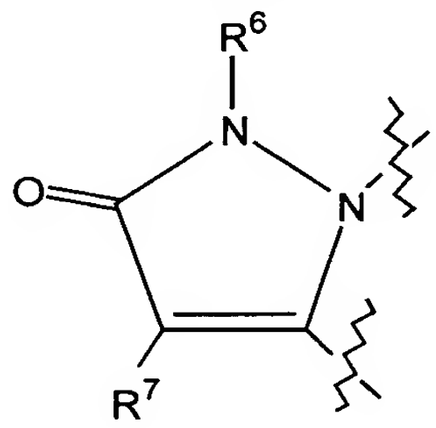


;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

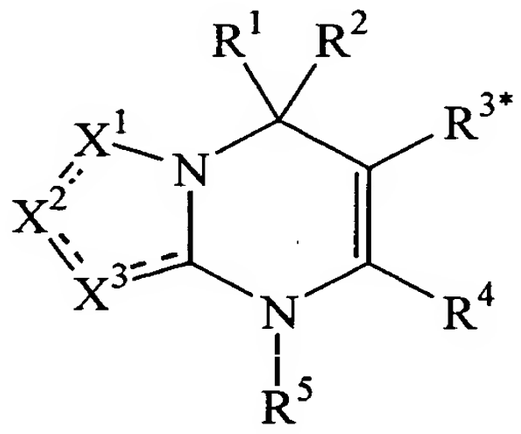
or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

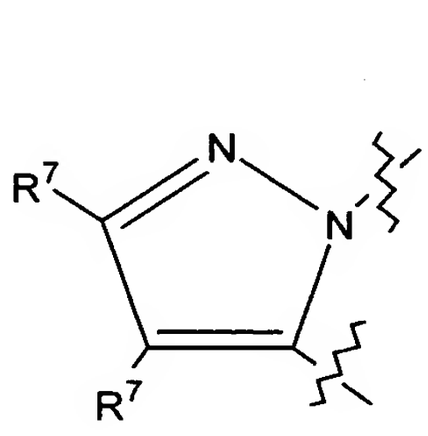
64. (New) A method of treating gastrointestinal disorders comprising administering to a patient in need thereof an effective amount of at least one compound of formula I



(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



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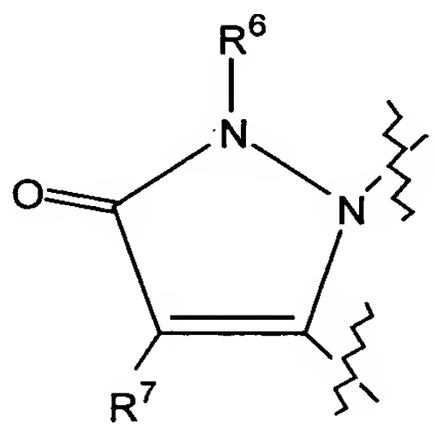


;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

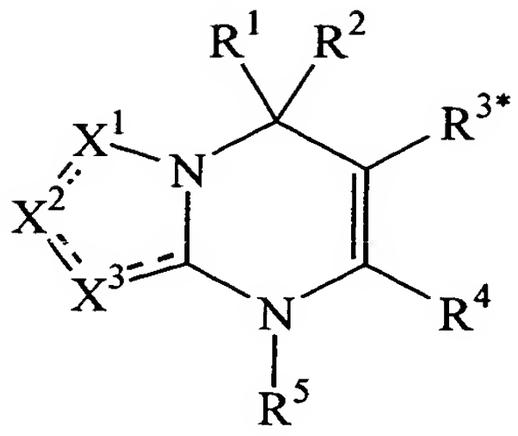
m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

65. (New) The method of claim 6 wherein the gastrointestingal disorder is reflux esophagitis.

66. (New) The method of claim 6 wherein the gastrointestinal disorder is motility disorders.

67. (New) A method of treating inflammatory or immunological disease comprising administering to a patient in need thereof an effective amount of at least one compound of formula I*



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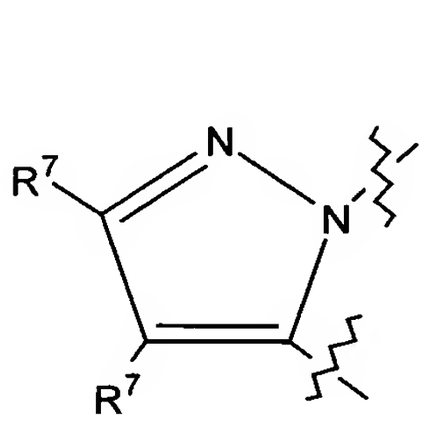
enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



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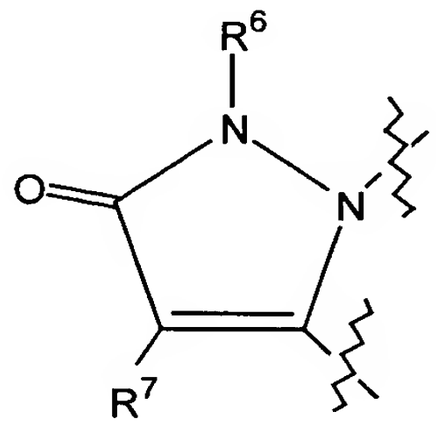


;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

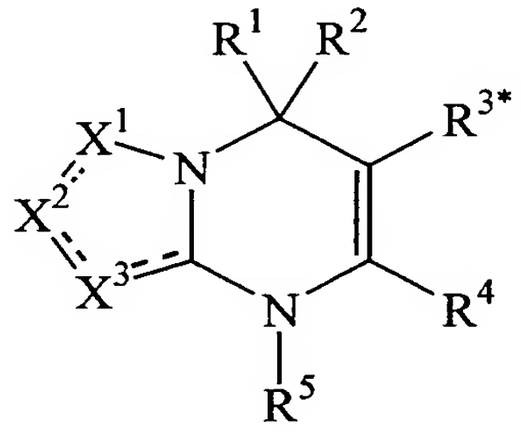
n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

68. (New) The method of claim 67 wherein the disease is chronic obstructive pulmonary disease.

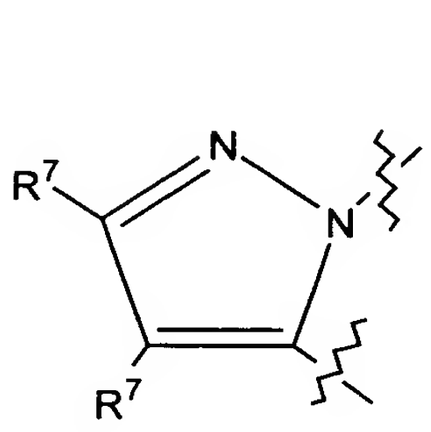
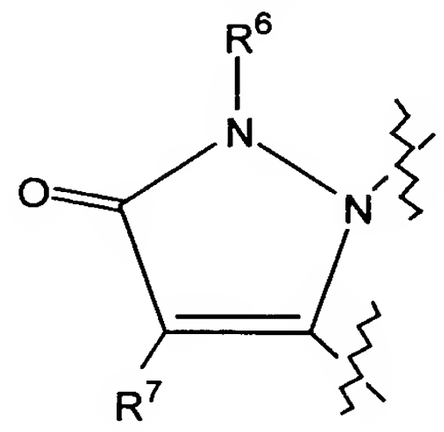
69. (New) A method of treating diabetes comprising administering to a person in need thereof an effective amount of at least one compound of formula I*



(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:

, or ;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

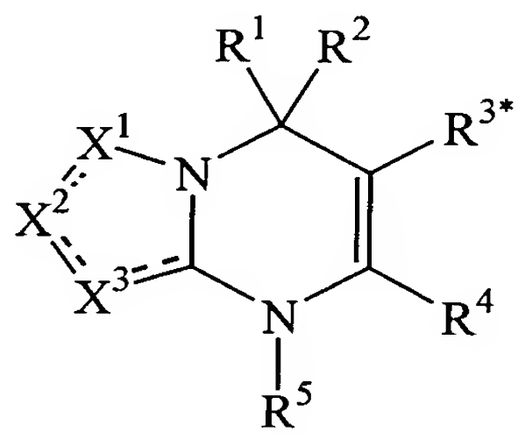
or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

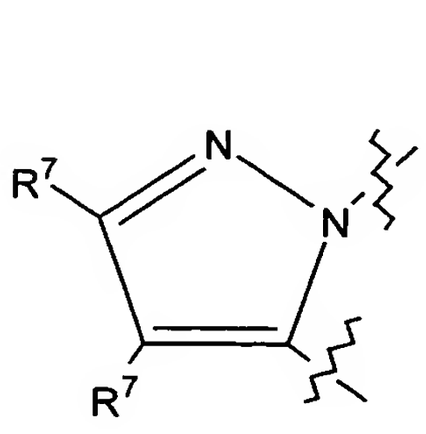
70. (New) A method of treating cognitive disorders comprising administering to a patient in need thereof an effective amount of at least one compound of formula I*



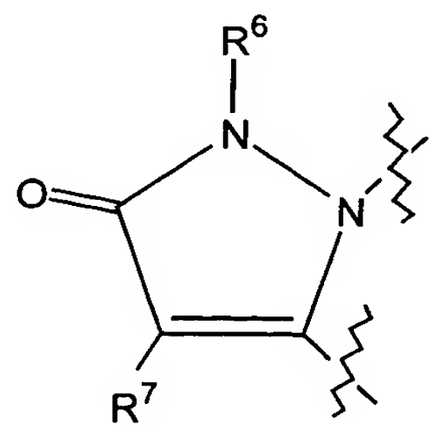
(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



, or



;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not

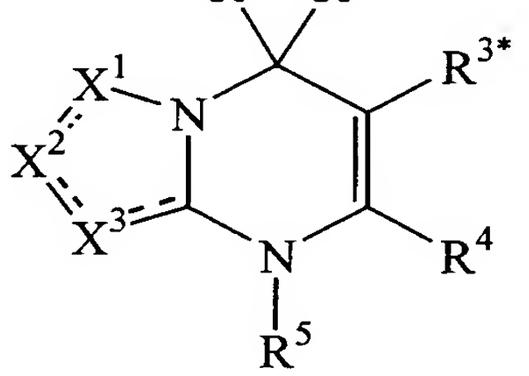
together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

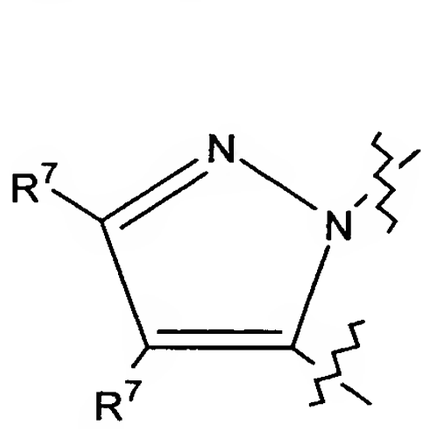
71. (New) A method of treating migraine comprising administering to a patient in need thereof an effective amount of at least one compound of the formula I*



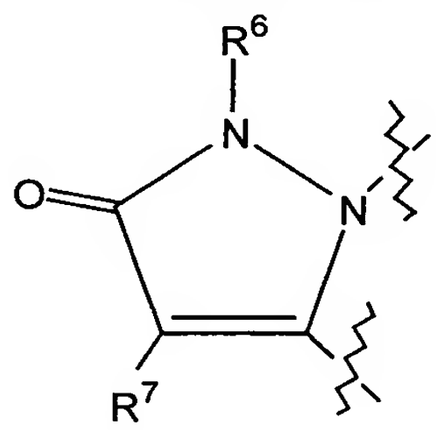
(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



, or



;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$,

$-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

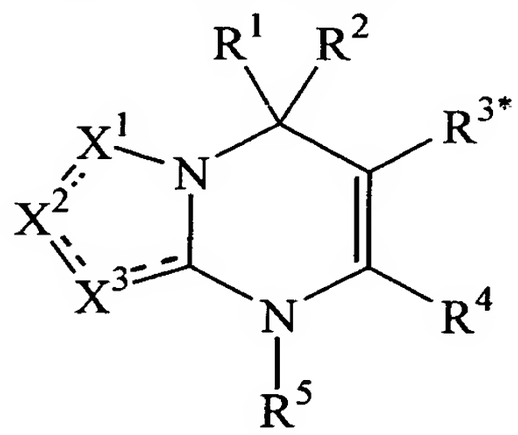
or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

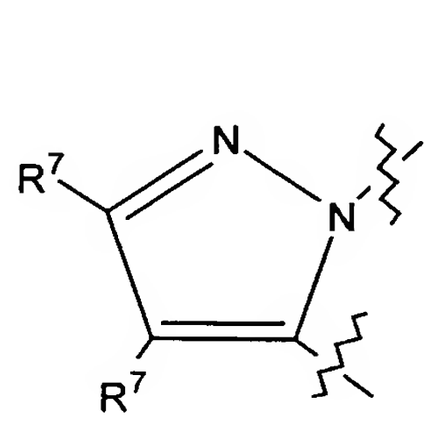
72. (New) A method of treating epilepsy comprising administering to a patient in need thereof an effective amount of at least one compound of the formula I*



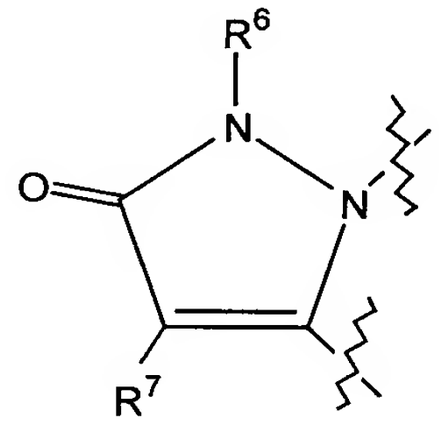
(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:



, or



;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

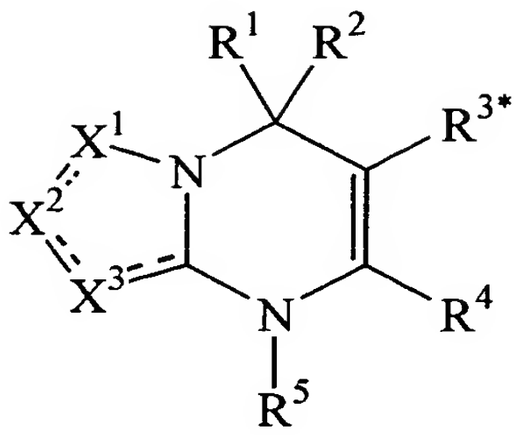
or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.

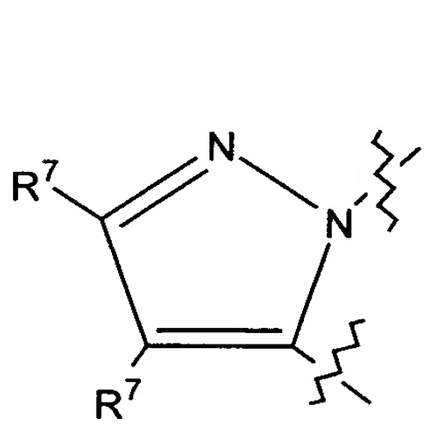
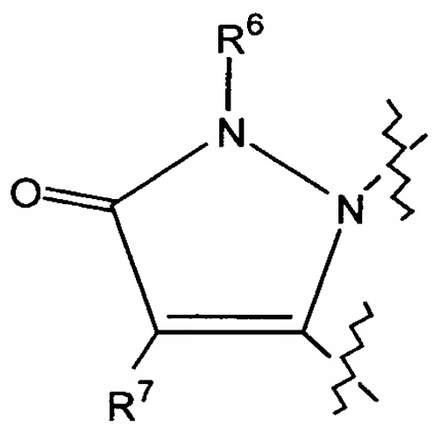
73. (New) A method of treating I_{kur}-associated conditions comprising administering to a patient in need thereof an effective amount of at least one compound of the formula I*



(I*)

enantiomers, diasteriomers or pharmaceutically acceptable salts thereof, wherein

X^1, X^2 and X^3, together with the atoms to which they are bonded, form a ring selected from:


, or

;

R^1, R^2, R^5, R^6 and R^7 are independently selected from groups of the formula $-(CH_2)_n-(Z^1)_m-(CH_2)_p-Z^2$;

R^4 is alkyl or substituted alkyl;

Z^1 is $-CZ^3Z^4-$, -O-, $-NZ^3-$, -S-, -SO-, $-SO_2-$, -C(O)-, $-C(O)Z^3-$, $-C(O)NZ^4$, -C(S)-, $-C(=NOZ^3)-$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^2 is hydrogen; $-OZ^5$, $-OC(O)Z^5$, $-NZ^5-C(O)-Z^6$, $-NZ^5-CO_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-NO_2$, halo, -CN, $-C(O)Z^5$, $-CO_2Z^5$, $-C(S)Z^5$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^5Z^6$, $-C(S)NZ^5Z^6$, $-SZ^5$, $-SOZ^5$, $-SO_2Z^5$, $-SO_2NZ^5Z^6$, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo;

Z^3, Z^4, Z^5, Z^6 and Z^7 are independently hydrogen, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; or

Z^3, Z^4, Z^5, Z^6 and Z^7 may, in one or more pairs of two, together with the atoms to which they are bonded, form a carbocyclic, substituted carbocyclic, heterocyclic or substituted heterocyclic group;

R^{3*} is $-OZ^5$, $-OC(O)-Z^5$, $-NZ^5-C(O)_2-Z^6$, $-NZ^5(C=O)-NZ^6Z^7$, $-NZ^5Z^6$, $-(C=NOZ^5)Z^6$, $-C(O)NZ^{5*}Z^{6*}$, $-C(S)NZ^{5*}Z^{6*}$, $-SZ^5$, $-SOZ^5$, $-SO^2Z^5$, $-SO_2NZ^5Z^6$, $-C(O)Z^{3*}-Z^{2*}$, halo, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo or substituted heterocylco;

Z^{2*} is other than hydrogen when Z^{3*} is heterocyclo;

Z^{3*} is heterocyclo or substituted heterocyclo;

Z^{5*} is substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo; and

Z^{6*} is hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, carbocyclo, substituted carbocyclo, aryl, substituted aryl, heterocyclo, or substituted heterocyclo, provided that Z^{6*} is not hydrogen when Z^{5*} is unsubstituted cycloalkyl, unsubstituted aryl, or unsubstituted benzyl;

or Z^{5*} and Z^{6*} may together with the nitrogen atom to which they are bonded form a heterocyclic group or substituted heterocyclic group, provided that Z^{5*} and Z^{6*} do not together form unsubstituted piperidinyl, unsubstituted pyrrolidinyl, or unsubstituted morpholinyl;

n and p are independently selected from integers from 0 to 10 wherein, when m is 0, p is also 0;

m is an integer selected from 0 or 1; and

q is an integer selected from 1 to 3.